

## CHAPMAN AND CUTLER

FEB 26 1997 - 1 55 PM

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Salt Lake City, Utah 84144  
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February 26, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Lease Agreement (BNSF 1997-A), dated February 27, 1997, between ORIX Crux Corporation, as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*"); and

(2) Memorandum of Mortgage and Security Agreement (BNSF 1997-A), dated February 27, 1997, between the Lessor, as borrower (the "*Borrower*") and First Security Bank, National Association, as security trustee (the "*Security Trustee*").

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 1997-A), dated February 27, 1997, between the Lessee and the Lessor; and

(2) Memorandum of Mortgage Supplement No. 1 (BNSF 1997-A), dated February 27, 1997, between the Lessor, as Borrower, and the Security Trustee;

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1997-A) and Memorandum of Mortgage Supplement No. 1 (BNSF 1997-A) are connected are the Memorandum of Lease Agreement (BNSF 1997-A) and the Memorandum of Mortgage and Security Agreement (BNSF 1997-A), respectively, referred to above, which are being submitted for recording concurrently therewith.

Law Offices of  
CHAPMAN AND CUTLER

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131-2830

Lessor: ORIX Crux Corporation  
c/o ORIX Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo, Japan

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: ORIX Crux Corporation  
c/o ORIX Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo, Japan

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131-2830

Lessor: ORIX Crux Corporation  
c/o ORIX Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo, Japan

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: ORIX Crux Corporation  
c/o ORIX Corporation  
4-1, Hamamatsucho 2-chome  
Minato-ku, Tokyo, Japan

Law Offices of  
CHAPMAN AND CUTLER

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of ninety-six dollars (\$96.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1997-A) between ORIX Crux Corporation, as Lessor, c/o ORIX Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated February 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNSF 1997-A) between ORIX Crux Corporation, as Borrower, c/o ORIX Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated February 27, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1997-A) between ORIX Crux Corporation, as Lessor, c/o ORIX Corporation, 4-1, Hamamatsucho 2-chome,

Law Offices of  
CHAPMAN AND CUTLER

Minato-ku, Tokyo, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated February 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated February 27, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNSF 1997-A) between ORIX Crux Corporation, as Borrower, c/o ORIX Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated February 27, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated February 27, 1997, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/dml  
Enclosures

FEB 26 1997 2:00 PM

CHAPMAN AND CUTLER

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Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (BNSF 1997-A), dated February 27, 1997, between ORIX Crux Corporation, as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*").

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	The Burlington Northern and Santa Fe Railway Company 2650 Lou Menk Drive Second Floor Fort Worth, Texas 76131-2830
Lessor:	ORIX Crux Corporation c/o ORIX Corporation 4-1, Hamamatsucho 2-chome Minato-ku, Tokyo, Japan

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "*Equipment*") in favor of the Lessee.

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

Law Offices of  
CHAPMAN AND CUTLER

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1997-A) between ORIX Crux Corporation, as Lessor, c/o ORIX Crux Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Forth Worth, Texas 76131-2830, dated February 27, 1997, covering certain diesel electric locomotives bearing the road numbers listed in the Schedule attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/dml  
Enclosure

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	13	BNSF 9777, BNSF 9778, BNSF 9781 through BNSF 9789, inclusive, BNSF 9791, BNSF 9792

FEB 26 1997 2:00 PM

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1997-A)**


Memorandum of Lessor Security Agreement, made and entered into on February 27, 1997 by and between ORIX Crux Corporation, a Japanese corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1997-A), dated February 3, 1997, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

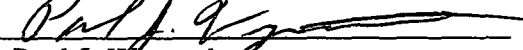
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ORIX CRUX CORPORATION

By   
Name: Yoshiaki Komai  
Title: Director

Executed on this 19<sup>th</sup> day of February, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By   
Name: Paul J. Weyandt  
Title: Assistant Vice President - Finance and  
Assistant Treasurer

Executed on this 19<sup>th</sup> day of February, 1997.



STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the 19<sup>th</sup> day of February, 1997, before me, a Notary Public in and for said County and State, personally appeared MR KOMARI, who being by me duly sworn, says that he is the DIRECTOR of ORIX CRUX CORPORATION, that said instrument was signed on February 19, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

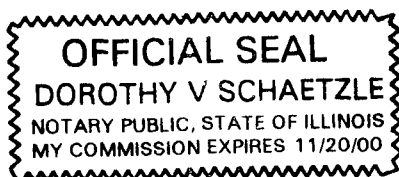


Bonnie Remley  
Name:  
Notary Public  
My Commission Expires: 12-12-99  
Residing in COOK CTY

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 19<sup>th</sup> day of February, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on February 19, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dorothy V. Schaezle  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	13	BNSF 9777, BNSF 9778, BNSF 9781 through BNSF 9789, inclusive, BNSF 9791, BNSF 9792